

POLICY OF INDIA CEMENTS CAPITAL LIMITED **ON RELATED PARTY TRANSACTIONS**

It is the policy of India Cements Capital Limited to obtain approval of the Audit Committee and the Board of Directors and wherever necessary shareholders for entering into related party transactions.

In order that the day-to-day functioning of the Company is smooth and compliance with law in this respect does not come in the way of efficient functioning of the Company, a list of transactions with related parties likely during 2014-15 was put up to the Audit Committee at the meeting held on 1st October, 2014 and the same were approved by the Audit Committee. The Audit Committee, at the same meeting, also approved the Company entering into related party transactions, which could not be foreseen upto Rs.1 crore in value in respect of each such transaction. The minutes of the said Audit Committee meeting were placed before the Board at the meeting held on 12th November, 2014 and the Board also recorded the same.

The Company will be putting up at every meeting of the Audit Committee the actual details of related party transactions entered into, pursuant to the aforesaid omnibus approval granted by the Audit Committee and recorded by the Board.

The Company will also be placing the details of actual transactions entered with the related parties at a meeting of the Board within three months, in terms of provisions of the Companies Act, 2013.

The Company will place the details of likely transactions with related parties in advance in future years also for approval of the Audit Committee of the Board. For instance, the details of likely related party transactions during 2015-16 will be placed at a meeting of the Audit Committee held before April 2015.

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